

## EXHIBIT A

### FORM OF ACKNOWLEDGEMENT AND AGREEMENT

The undersigned wishes to receive either (i) directly from the Company at Closing in accordance with the terms of the Purchase Agreement or (ii) from \_\_\_\_\_ (the "Transferor") certain shares or options, warrants or other rights to purchase \_\_\_\_\_ shares, par value US\$0.01 per share, of [Common] Shares (the "Shares") of \_\_\_\_\_ (the "Company");

The Shares are subject to the Shareholders' Agreement, dated as of August 9, 2002 (the "Agreement"), among the parties listed on the signature pages thereto;

The undersigned has been given a copy of the Agreement and afforded ample opportunity to read and to have counsel review it, and the undersigned is thoroughly familiar with its terms;

Pursuant to the terms of the Agreement, the Transferor is prohibited from transferring such Shares unless and until a transfer is made in accordance with the terms and conditions of the Agreement;

The recipient of the Shares acknowledges the terms and conditions of the Agreement and agrees to be bound thereby; and

The undersigned wishes to receive such Shares.

In consideration of the mutual promises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned does hereby acknowledge and agree that (i) it has been given a copy of the Agreement and afforded ample opportunity to read and to have counsel review it, and the undersigned is thoroughly familiar with its terms, (ii) the Shares are subject to terms and conditions set forth in the Agreement, (iii) the undersigned does hereby agree fully to be bound thereby, and (iv) it is deemed to have made to the other parties to the Agreement the representations and warranties set forth in Section 7 of the Agreement.

Capitalised terms used but not defined herein shall have the meaning ascribed thereto in the Agreement.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has duly executed this  
Acknowledgement and Agreement.

By: \_\_\_\_\_  
Name:  
Title:

**ATTACHMENT D**

**Application to Transfer Control of International and Domestic Section 214 Subsidiaries**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
In the Matter of )

**GLOBAL CROSSING LTD.** )  
(Debtor-in-Possession), )

Transferor, )

and )

**GC ACQUISITION LIMITED** )

Transferee, )

Application for Authority Pursuant to )  
Section 214 of the Communications Act )  
of 1934, as Amended, to Transfer Control of )  
Global Crossing Ltd. (Debtor-in-Possession)'s )  
Authorized U.S. International and Domestic Carrier )  
Subsidiaries )  
\_\_\_\_\_ )

File No. ITC-T/C-2002- \_\_\_\_\_

WC Docket No. \_\_\_\_\_

**APPLICATION TO TRANSFER CONTROL OF  
INTERNATIONAL AND DOMESTIC SECTION 214 SUBSIDIARIES**

**I. INTRODUCTION**

Global Crossing Ltd. (Debtor-in-Possession) ("GCL") and GC Acquisition Limited ("New GX" and, together with GCL, "Applicants"), by their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.04 and 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.18, hereby request authority to transfer control of GCL's subsidiaries that hold international and domestic authority under Section 214 of the Act and their respective Section 214 authorizations from GCL

to New GX.<sup>1</sup> The Section 214 authorizations currently held by the International 214 Subsidiaries and the Domestic 214 Subsidiaries will continue to be held by those entities following consummation of the Proposed Transaction.<sup>2</sup>

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined international and domestic Section 214 transfer of control application. Applicants provide below the information required by Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18. Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the transfer of the Domestic 214 Subsidiaries.

As more fully described in the Application for Consent to Transfer Control and Petition for Declaratory Ruling (the "Main Application") to which this Application is attached, this Application is in furtherance of a proposed transaction designed to facilitate the reorganization of GCL under Chapter 11 of the United States Bankruptcy Code (the "Proposed Transaction"). The Proposed Transaction contemplates that GCL's assets and operations, including its ownership interests in the International 214 Subsidiaries and the Domestic 214 Subsidiaries, will be

---

<sup>1</sup> GCL's subsidiaries that hold international authority under Section 214 of the Act are: Budget Call Long Distance, Inc. (Debtor-in-Possession); Global Crossing Bandwidth, Inc. (Debtor-in-Possession); Global Crossing Government Markets USA, Inc. (Debtor-in-Possession); Global Crossing Holdings USA, Inc. (Debtor-in-Possession); Global Crossing North American Networks, Inc. (Debtor-in-Possession); Global Crossing Telecommunications, Inc. (Debtor-in-Possession); International Optical Networks, L.L.C., and Racal Telecommunications Inc. (collectively, the "International 214 Subsidiaries"). GCL's subsidiaries that operate under domestic authority under Section 214 of the Act are: Budget Call Long Distance, Inc. (Debtor-in-Possession); Global Crossing Bandwidth, Inc. (Debtor-in-Possession); Global Crossing Local Services, Inc. (Debtor-in-Possession); Global Crossing North American Networks, Inc. (Debtor-in-Possession); and Global Crossing Telecommunications, Inc. (Debtor-in-Possession) (collectively, the "Domestic 214 Subsidiaries").

<sup>2</sup> With the exceptions of International Optical Networks, L.L.C. and Racal Telecommunications, Inc., all of the International 214 Subsidiaries and the Domestic 214 Subsidiaries are Debtors-in-Possession, having filed petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York. *In re Global Crossing Ltd., et al*, Chap. 11 Case Nos. 02-40187 - 02-40241 (Bankr. S.D.N.Y. Jan. 28, 2002). The same day, GCL and certain of its Bermuda-incorporated subsidiaries filed petitions for the appointment of joint provisional liquidators with the Supreme Court of Bermuda. Following the commencement of the bankruptcy cases, the Section 214 authorizations held by the International 214 Subsidiaries

transferred to New GX and that Hutchison Telecommunications Limited ("Hutchison Telecom") and Singapore Technologies Telemedia Pte Ltd ("ST Telemedia") will each invest \$125 million in New GX.<sup>3</sup> In exchange, each of Hutchison Telecom and ST Telemedia will obtain 30.75% of New GX's equity and voting power. Pre-Chapter 11 creditors of GCL and its debtor subsidiaries (the "Creditors") will obtain 38.5% of New GX's equity and voting power.<sup>4</sup>

The terms of the Proposed Transaction have been agreed upon by GCL, Hutchison Telecom, and ST Telemedia. Furthermore, the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") and the Supreme Court of Bermuda have authorized GCL to enter into the Proposed Transaction.<sup>5</sup>

The Main Application contains a complete description of the Proposed Transaction and a demonstration that Commission approval of the Proposed Transaction and this Application will serve the public interest, convenience, and necessity.

## **II. INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to Section 63.18 of the Commission's rules, 47 C.F.R. § 63.18, the Applicants submit the following information:

(a) Names, addresses and telephone numbers:

Transferor: Global Crossing Ltd. (Debtor-in-Possession)  
Wessex House, 1<sup>st</sup> Floor  
45 Reid Street  
Hamilton HM 12, Bermuda

---

were assigned on a *pro forma* basis to the holders as Debtors-in-Possession. (The Commission did not require the Domestic 214 Subsidiaries to assign their authorizations.)

<sup>3</sup> Information regarding Hutchison Telecom, ST Telemedia and their respective operating subsidiaries and affiliates was provided to Applicants by Hutchison Telecom and ST Telemedia.

<sup>4</sup> As described in the Main Application, these holdings are subject to dilution as a result of a management stock option plan.

<sup>5</sup> A copy of the Bankruptcy Court's Order approving the Proposed Transaction is included as Attachment A to the Main Application.

Tel: (973) 410-8300  
FRN: 0007-4757-59

Transferee: GC Acquisition Limited  
Wessex House, 1<sup>st</sup> Floor  
45 Reid Street  
Hamilton HM 12, Bermuda  
Tel: (973) 410-8300  
FRN: 0007-5470-78

(b) Place of Formation

Transferor: GCL is a corporation organized under the laws of Bermuda.

Transferee: New GX is a corporation organized under the laws of Bermuda.<sup>6</sup>

(c) Correspondence concerning this application should be sent to:

For the Transferor and Transferee:

Andrew D. Lipman  
Jean L. Kiddoo  
Paul O. Gagnier  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
Tel: (202) 424-7500  
Fax: (202) 424-7645  
[jl Kiddoo@swidlaw.com](mailto:jl Kiddoo@swidlaw.com)  
[pogagnier@swidlaw.com](mailto:pogagnier@swidlaw.com)

with copies to

for Hutchison Telecommunications Limited:

Phillip L. Spector  
Douglas C. Melcher  
Paul Weiss Rifkind Wharton & Garrison  
1615 L Street N.W., Suite 1300  
Washington, D.C. 20036-5694  
Tel: (202) 223-7300  
Fax: (202) 223-7420  
[pspector@paulweiss.com](mailto:pspector@paulweiss.com)

---

<sup>6</sup> New GX is a company in the process of formation under the laws of Bermuda for purposes of carrying out the Proposed Transaction. The necessary documents to form New GX have been filed with the Bermuda authority. The Applicants will advise the Commission when the formation of New GX is complete.





Global Crossing North American Holdings, Inc. and Global Crossing Intermediate UK Holdings Ltd. are wholly-owned subsidiaries of Global Crossing Holdings Ltd., a Bermuda holding company with its address at Wessex House, 1<sup>st</sup> Floor, 45 Reid Street, Hamilton HM 12, Bermuda. Global Crossing Holdings Ltd. is a wholly-owned subsidiary of GCL, a Bermuda holding company with its address at Wessex House, 1st Floor, 45 Reid Street, Hamilton HM 12, Bermuda.

There are no persons or entities with a 10% or greater direct or indirect ownership interest in GCL.

Anticipated Post-Consummation Shareholding:

Immediately following consummation of the Proposed Transaction, New GX will be the sole shareholder of Global Crossing Holdings Ltd. and, indirectly, of each of the International 214 Subsidiaries and the Domestic 214 Subsidiaries.

The following persons will hold a 10% or greater direct ownership interest in New GX immediately following consummation of the Proposed Transaction:

Name: Hutchison Telecommunications Limited  
Address: 22<sup>nd</sup> Floor, Hutchison House  
10 Harcourt Road, Central  
Hong Kong  
Tel: 011 (852) 2128 1188  
Citizenship: Hong Kong  
Percentage Owned: 30.75%  
Principal Business: Telecommunications

Name: Singapore Technologies Telemedia Pte Ltd  
Address: 51 Cuppage Road  
#10-11/17  
StarHub Centre  
Singapore 229469  
Tel: 011 (65) 6723 8777  
Citizenship: Singapore  
Percentage Owned: 30.75%  
Principal Business: Telecommunications and Information Technologies

Applicants do not expect that any other person or entity will hold a 10% or greater direct ownership interest in New GX immediately following the consummation of the Proposed Transaction.

#### Shareholding of Hutchison Telecom:

Hutchison Telecom is a wholly-owned indirect subsidiary of Hutchison Whampoa Limited ("HWL"), a diversified Hong Kong holding company with its address at 22<sup>nd</sup> Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

Cheung Kong (Holdings) Limited ("CKHL") beneficially owns 49.97% of HWL and thus will hold an indirect beneficial interest of greater than 10% in New GX upon consummation of the Proposed Transaction. CKHL is a diversified Hong Kong holding company with its address at 7-12/F Cheung Kong Center, 2 Queen's Road, Central, Hong Kong.<sup>7</sup> No other beneficial owner of HWL will hold a 10% or greater indirect interest in New GX.

#### Shareholding of ST Telemedia:

ST Telemedia is a wholly-owned subsidiary of Singapore Technologies Pte Ltd ("Singapore Technologies"), a Singapore-based conglomerate. Singapore Technologies is located at 51 Cuppage Road, #09-01 StarHub Centre, Singapore 229469.

Singapore Technologies is a wholly-owned subsidiary of Temasek Holdings [Private] Limited ("Temasek"), a Singapore investment holding company located at 8 Shenton Way #38-03, Temasek Tower, Singapore 068811. Temasek is wholly owned by the Government of Singapore.

#### Interlocking Directorates:

The officers and directors of New GX are officers and directors of GCL's subsidiaries, some of which are authorized to provide telecommunications service in other countries. New GX has no interlocking directorates with unaffiliated foreign carriers.

#### (i) Foreign Carrier Affiliations of the International 214 Subsidiaries:

Applicants certify that neither they nor the International 214 Subsidiaries or Domestic 214 Subsidiaries are foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules. GCL, the International 214 Subsidiaries and the Domestic 214 Subsidiaries are affiliated, within the meaning of Section 63.09(e) of the Commission's Rules, with foreign carriers in the following countries:

---

<sup>7</sup> Applicants understand that HTL and HWL do not have firsthand knowledge of, or access to, certain information about the indirect beneficial ownership interests held in HWL. The information in this section relating to ownership interests in HWL therefore is based on disclosures made to HWL pursuant to the Hong Kong Securities (Disclosure of Interest) Ordinance (the "SDI Ordinance"). Pursuant to the SDI Ordinance, any person who directly or indirectly holds a beneficial interest in 10% or more of the issued share capital of HWL must disclose the interest to HWL.

Argentina, Belgium, Brazil, Canada, Chile, Denmark, France, Germany, Hong Kong, Ireland, Italy, Japan, Korea, Mexico, The Netherlands, Norway, Panama, Peru, Singapore, Spain, Sweden, Switzerland, Taiwan, the United Kingdom, Uruguay and Venezuela.

Information regarding these foreign carrier affiliates is contained in Exhibit C.

Hutchison Telecom:

Hutchison Telecom is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules. However, Hutchison Telecom has operating subsidiaries that are foreign carriers within the meaning of Section 63.09(d) and (e) of the Commission's Rules in the following countries:

Argentina, Australia, Austria, Denmark, Ghana, Hong Kong, Ireland, Italy, Macau, Paraguay, Sri Lanka, Sweden and the United Kingdom.

Information regarding Hutchison Telecom's foreign carrier affiliates is contained in Exhibit C.

ST Telemedia:

ST Telemedia is not a foreign carrier. However, ST Telemedia is affiliated with foreign carriers, within the meaning of Section 63.09(d) and (e), in the following countries:

Australia, Hong Kong, India, Japan, Korea, Malaysia, Mauritius, Singapore, Sri Lanka, Taiwan and the United Kingdom.

Information regarding ST Telemedia's foreign carrier affiliates is contained in Exhibit C.

In accordance with Section 63.18(e)(3) of the Commission's Rules, New GX will file separately a Foreign Affiliation Notification for those foreign carriers with which the International 214 Subsidiaries will be affiliated following the consummation of the Proposed Transaction.

- (j) Applicants certify that they seek authority for the International 214 Subsidiaries to continue to provide international telecommunications services to all of the countries in which they currently have foreign carrier affiliates or with which they will have foreign carrier affiliates as a result of the Proposed Transaction, including the countries listed in response to Section 63.18(i). Exhibit C contains a list of the countries and carriers with which the International 214 Subsidiaries currently have affiliations, or with which they will acquire an affiliation as a result of the Proposed Transaction.

- (k) Each territory listed in response to Section 63.18(i) and in Exhibit C is a Member of the World Trade Organization.
- (l) The International 214 Subsidiaries may resell the international switched services of unaffiliated U.S. carriers for the purpose of providing international telecommunications services to one or more countries where they have or will have affiliations with foreign carriers. As described in response to Section (m) below, all of the International 214 Subsidiaries' current foreign carrier affiliates are presumptively non-dominant, as all lack 50 percent market share in the international transport and the local access markets on the foreign ends of the routes.

Except as noted below, all of the foreign carrier affiliates that the International 214 Subsidiaries will acquire as a result of the Proposed Transaction are presumptively non-dominant because they lack 50 percent market share in the international transport and the local access markets on the foreign ends of the routes.

Upon the consummation of the Proposed Transaction, the International 214 Subsidiaries will become affiliated with SingTel, which is a foreign carrier in Singapore. SingTel is listed on the Commission's *List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, released June 18, 1999, as possessing market power in the Singapore market. Upon the consummation of the Proposed Transaction, New GX agrees to have the International 214 Subsidiaries regulated as dominant with respect to the US-Singapore route (without prejudice to any future request to be reclassified as non-dominant) and to file quarterly traffic reports pursuant to Section 43.61(c) of the Commission's Rules, 47 C.F.R. § 43.61(c).

- (m) Following the consummation of the Proposed Transaction, the International 214 Subsidiaries will qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), with respect to all international routes, except the U.S.-Singapore route, on which they will be affiliated with foreign carriers. Each of the current and proposed foreign carrier affiliates of the International 214 Subsidiaries is located in a WTO Member. All of the foreign carrier affiliates, except SingTel, are competitive telecommunications providers and have substantially less than a 50 percent share of the international transport and local access markets in their respective countries. Moreover, all of Hutchison Telecom's operating subsidiaries outside of Hong Kong are wireless carriers. Thus, the International 214 Subsidiaries' current and proposed foreign carrier affiliates lack market power or the ability to discriminate against unaffiliated U.S. carriers through control of bottleneck services or facilities in the destination markets or otherwise to affect competition adversely in the U.S. market.

- (n) Applicants certify that neither they nor any of the International 214 Subsidiaries have agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly from any foreign carrier, as defined in Section 63.09(d) of the Commission's Rules, with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market, and that they will not enter into such agreements in the future.
- (o) Applicants certify that neither they nor any of the International 214 Subsidiaries or the Domestic 214 Subsidiaries are subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules. Except as set forth in Sections (i) and (j) above, Applicants and the International 214 Subsidiaries are not affiliated with a foreign carrier in any destination market that they intend to serve. The International 214 Subsidiaries are presumed non-dominant for the provision of international telecommunications services to all markets except those countries in which they have affiliates. 47 C.F.R. § 63.10(a)(1). Moreover, with respect to those markets in which they have affiliates, the International 214 Subsidiaries qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), except with respect to Singapore. Each of the International 214 Subsidiaries' current and future foreign carrier affiliates is located in a WTO Member. Except in Singapore, all such foreign affiliates have substantially less than a 50 percent share of the international transport and local access markets in their respective markets. Thus, they lack the market power to discriminate against unaffiliated U.S. carriers through control of bottleneck services or facilities in the destination market or otherwise to affect competition adversely in the U.S. market. As set forth above in Section (l), New GX agrees to have the International 214 Subsidiaries classified as dominant with respect to the U.S.-Singapore route following the consummation of the Proposed Transaction (without prejudice to any future request to be reclassified as non-dominant). Accordingly, this Application is eligible for streamlined processing for every destination market the International 214 Subsidiaries intend to serve.<sup>8</sup>

---

<sup>8</sup> See 47 C.F.R. §§ 63.10(a)(1), 63.10(a)(3), 63.10(a)(4), 63.12(a); *In re 1998 Biennial Regulatory Review -- Review of International Common Carrier Regulations*, Report and Order, FCC 99-51, IB Docket No. 98-118 (rel. Mar. 23, 1999), at ¶ 22; *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd. 23,891, 24032 ¶ 322 (1997); *In re Streamlining the International Section 214 Authorization Process and Tariff Requirements*, Report and Order, 11 FCC Rcd 12884, 12889 (1996), at ¶ 12; 47 C.F.R. §§ 63.10, 63.12.

### **III. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application for consent to transfer control of the International 214 Subsidiaries and the Domestic 214 Subsidiaries from Global Crossing Ltd. to GC Acquisition Limited.

Respectfully submitted,

**GLOBAL CROSSING LTD.**

By: Michael J. Shortley, III  
Name: Michael J. Shortley, III  
Title: General Counsel - North America

**GC ACQUISITION LIMITED**

By: Michael J. Shortley, III  
Name: Michael J. Shortley, III  
Title: Authorized Representative

Andrew D. Lipman  
Jean L. Kiddoo  
Paul O. Gagnier  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
(202) 424-7500

Counsel for Global Crossing Ltd.  
and GC Acquisition Limited

Dated: August 22, 2002

## **EXHIBIT A**

### **DOMESTIC 214 TRANSFER OF CONTROL INFORMATION**

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants request authority to transfer control of GCL's subsidiaries that operate under domestic authority under Section 214 of the Act – Budget Call Long Distance, Inc. (Debtor-in-Possession), Global Crossing Bandwidth, Inc. (Debtor-in-Possession), Global Crossing Local Services, Inc. (Debtor-in-Possession); Global Crossing North American Networks, Inc. (Debtor-in-Possession), and Global Crossing Telecommunications, Inc. (Debtor-in-Possession) (collectively, the "Domestic 214 Subsidiaries") – from GCL to New GX.<sup>9</sup> Applicants are filing a combined application to transfer control of the subsidiaries of GCL that hold international and domestic Section 214 authorizations pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b). Applicants provide the following information in support of their request to transfer control of the Domestic 214 Subsidiaries.

#### **63.04(b)(6): Description of the Transaction**

Section III of the Main Application contains a full description of the Proposed Transaction.

#### **63.04(b)(7): Description of Geographic Service Area and Services in Each Area**

The Domestic 214 Subsidiaries provide domestic resold and facilities-based interstate telecommunications services on a retail and wholesale basis nationwide. New GX does not provide domestic telecommunications services, nor do any of its 10% or greater shareholders.

---

<sup>9</sup> The FRNs for each of the Domestic 214 Subsidiaries, except Global Crossing Local Services, Inc. (Debtor-in-Possession), is contained in Exhibit B to this Application. The FRN for Global Crossing Local Services, Inc. (Debtor-in-Possession) is 0007-5446-53.

**63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.03(b)(1)(ii), because New GX, the transferee, is not itself a telecommunications provider. In addition, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). As a result of the Proposed Transaction, New GX will have market share in the interstate, interexchange market of substantially less than 10 percent, and neither the Applicants nor the Domestic 214 Subsidiaries will be dominant with respect to any domestic service.

**63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction**

The following applications also are attached to the Main Application:

- (1) Application to transfer control of the International 214 Subsidiaries (pursuant to Section 63.04(b) of the Commission's Rules, the Applicants are filing a combined application for the International 214 Subsidiaries and Domestic 214 Subsidiaries);
- (2) Application to transfer control of the subsidiaries of GCL that hold submarine cable landing licenses; and
- (3) Application to transfer control of the subsidiaries of GCL that hold wireless licenses (FCC Forms 602 and 603).

**63.04(b)(10): Special Consideration**

As described in the Main Application, the Proposed Transaction is intended to facilitate the restructuring of GCL under Chapter 11 of the United States Bankruptcy Code. The Proposed Transaction has been approved by the U.S. Bankruptcy Court for the Southern District of New York, subject to the court's acceptance of GCL's plan of reorganization. Thus, while GCL is not in danger of imminent business failure, it is critical to a successful and orderly restructuring that GCL be permitted to consummate the Proposed Transaction as soon as possible. Under the terms of the Proposed Transaction, the transaction must close by January 31, 2003, unless material regulatory approvals have not been obtained by that date, in which case the closing deadline may be extended to April 30, 2003. For that reason, the Applicants request expedited treatment of this Application.

**63.04(b)(11): Waiver Requests (If Any)**

None.

**63.04(b)(12): Public Interest Statement**

The Main Application contains the required public interest statement.



**EXHIBIT B****INFORMATION REGARDING THE INTERNATIONAL 214 SUBSIDIARIES****Names, Section 214 File Numbers, and FCC Registration Numbers ("FRNs")**

<b>Licensee</b>	<b>File Numbers</b>	<b>FRNs</b>
Budget Call Long Distance, Inc. (Debtor-in-Possession)	ITC-94-031	0007-5446-46
Global Crossing Bandwidth, Inc. (Debtor-in-Possession)	ITC-91-193	0007-5446-20
Global Crossing Government Markets USA, Inc. (Debtor-in-Possession)	ITC-214-20011106-00560	0007-5470-60
Global Crossing Holdings USA, Inc. (Debtor-in-Possession)	ITC-214-19990412-00202	0007-5470-45
Global Crossing North American Networks, Inc. (Debtor-in-Possession)	ITC-94-381; ITC-94-320; ITC-91-077; ITC-93-186	0007-5445-47
Global Crossing Telecommunications, Inc. (Debtor-in-Possession)	ITC-85-126; ITC-87-179; ITC-88-152; ITC-88-013; ITC-87-113; ITC-95-295; ITC-214-19960530-00220; ITC-214-19960621-00265; ITC-214-19960715-00309; ITC-214-19960729-00351	0007-4757-00
International Optical Networks, L.L.C.	ITC-214-19980520-00334	0007-5482-17
Racal Telecommunications Inc.	ITC-214-19970717-00410	0007-5470-29

## EXHIBIT C

### CURRENT AND FUTURE FOREIGN CARRIER AFFILIATES OF GLOBAL CROSSING LTD.'S 214 SUBSIDIARIES

#### A. Current Foreign Carrier Affiliates of the 214 Subsidiaries

COUNTRY	AFFILIATES
Argentina	GC SAC Argentina S.R.L.
Belgium	GC Pan European Crossing Belgie b.v.b.a./s.p.r.l
Brazil	SAC Brasil Ltda.
Canada	Global Crossing Telecommunications Canada Ltd.
Chile	SAC Chile S.A.
Denmark	GC Pan European Crossing Denmark ApS
France	GC Pan European Crossing France S.A.R.L.
Germany	GC Landing Co. GmbH GC Pan European Crossing Deutschland GmbH
Hong Kong	Asia Global Crossing Hong Kong Ltd. Asia Global Crossing Asia Pacific Ltd. Asia Global Crossing Asia Pacific Commercial Ltd.
Ireland	Global Crossing Ireland Limited
Italy	GC Pan European Crossing Italia s.r.l.
Japan	Global Access Limited Asia Global Crossing Japan K.K. Global Crossing Japan K.K. IXnet Japan K.K.
Korea	DACOM Crossing Inc. Asia Global Crossing Korea
Mexico	Global Crossing Landing Mexicana S. de R.L.

COUNTRY	AFFILIATES
<b>Netherlands</b>	GT Netherlands B.V GC Pan European Crossing Nederlanden B.V. Global Crossing Europe Limited IXnet UK Limited
<b>Norway</b>	GC Pan European Crossing Norge As
<b>Panama</b>	Global Crossing Panama Inc.
<b>Peru</b>	SAC Peru S.R.L.
<b>Singapore</b>	Asia Global Crossing (Singapore) Pte Ltd. Asia Global Crossing Services (S) Pte Ltd.
<b>Spain</b>	GC Pan European Crossing Espana S.L.
<b>Sweden</b>	GC Pan European Crossing Sverige AB
<b>Switzerland</b>	GC Pan European Crossing Switzerland GmbH
<b>Taiwan</b>	Asia Global Crossing Taiwan Ltd. IXnet Taiwan Ltd.
<b>United Kingdom</b>	GT UK Ltd. GC Pan European Crossing U.K. Ltd. Global Crossing (UK) Telecommunications Ltd. IXnet UK Limited
<b>Uruguay</b>	SAC Argentina S.R.L.
<b>Venezuela</b>	Global Crossing Venezuela B.V.

**B. Foreign Carrier Affiliations That Would Arise From Proposed Ownership By  
Hutchison Telecommunications Limited**

<b>COUNTRY</b>	<b>AFFILIATES</b>
<b>Argentina</b>	Hutchison Telecomunicaciones Argentina S.A.
<b>Australia</b>	Hutchison Telecommunications (Australia) Ltd. Hutchison 3G Australia Pty Ltd.*
<b>Austria</b>	Hutchison 3G Austria GmbH*
<b>Denmark</b>	Hi3G Denmark ApS*
<b>Ghana</b>	Celltel Ltd.
<b>Hong Kong</b>	Hutchison Telephone Company Ltd. Hutchison 3G HK Ltd.* Hutchison Paging Services Ltd. Hutchison Global Communications Limited
<b>Ireland</b>	Hutchison 3G Ireland Ltd.*
<b>Italy</b>	H3G S.p.A.*
<b>Macau</b>	Hutchison Telephone (Macau) Co. Ltd.
<b>Paraguay</b>	Hutchison Telecommunications Paraguay S.A.
<b>Sri Lanka</b>	Lanka Cellular Services (Private) Ltd.
<b>Sweden</b>	Hi3G Access AB*
<b>United Kingdom</b>	Hutchison 3G UK Ltd.*

\* Companies that hold licenses to provide 3G mobile communications services, but that do not presently provide communications services.

**C. Foreign Carrier Affiliations That Would Arise From Proposed Ownership By Singapore Technologies Telemedia Pte Ltd**

**1. ST Telemedia**

<b>COUNTRY</b>	<b>AFFILIATES</b>
<b>Singapore</b>	Digital Network Access Communications Pte Ltd ST Mobile Data Pte Ltd (Singapore) ST Sunpage Pte Ltd (Singapore) ST Teleport Pte Ltd StarHub Mobile Pte Ltd StarHub Pte Ltd Sunpage Communications Pte Ltd

**2. SingTel\***

<b>COUNTRY</b>	<b>AFFILIATES</b>
<b>Australia</b>	SingTel Optus Pte Limited
<b>Hong Kong</b>	C2C (Hong Kong) Limited GB21 (Hong Kong) Limited Infoserve Technology Hong Kong Limited Singapore Telecom Hong Kong Ltd Virgin Mobile (Hong Kong) Limited
<b>India</b>	Singapore Telecom India Private Limited
<b>Japan</b>	Infoserve Technology K.K. (Japan) Singapore Telecom Japan Co Ltd SingTel Japan Co Ltd
<b>Korea</b>	Singapore Telecom Korea Ltd
<b>Malaysia</b>	Sudong Sdn Bhd

\* Because ST Telemedia has only arms' length dealings with SingTel, ST Telemedia does not have firsthand knowledge of, or access to, certain information about SingTel's investments and operations. The information in this chart relating to SingTel and its subsidiaries therefore is based on ST Telemedia's reasonable due diligence.

<b>COUNTRY</b>	<b>AFFILIATES</b>
<b>Mauritius</b>	Network i2i Limited
<b>Singapore</b>	C2C Singapore Pte Ltd Digital Network Access Communications Pte Ltd INS Holdings Pte Ltd Singapore Telecom Mobile Pte Ltd Singapore Telecom Paging Pte Ltd Singapore Telecommunications Ltd SingTel Yellow Pages Pte Ltd SingTelSat Pte Ltd Virgin Mobile (Asia) Pte Ltd Virgin Mobile (Singapore) Pte Ltd
<b>Sri Lanka</b>	Lanka Communication Services (Private) Limited
<b>Taiwan</b>	Infoserve Technology Corporation (Taiwan) SingaporeTelecom Taiwan Ltd
<b>United Kingdom</b>	SingTel (Europe) Limited

**ATTACHMENT E**

**Application to Transfer Control of Submarine Cable Landing Licensees –  
Streamlined Processing Requested**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of

**GLOBAL CROSSING LTD.**  
(Debtor-in-Possession),

Transferor,

and

**GC ACQUISITION LIMITED**

Transferee,

Application for Authority to Transfer Control  
of Global Crossing Ltd. (Debtor-in-Possession)'s  
Authorized Subsidiaries Holding U.S. Submarine  
Cable Landing Licenses

File No. SCL-T/C-2002-

**APPLICATION TO TRANSFER CONTROL OF SUBMARINE CABLE LANDING  
LICENSEES – STREAMLINED PROCESSING REQUESTED**

**I. INTRODUCTION**

Global Crossing Ltd. (Debtor-in-Possession) ("GCL") and GC Acquisition Limited ("New GX" and, together with GCL, "Applicants"), by their undersigned counsel, and pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. § 34-39 (the "Cable Landing License Act"), and Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, hereby request authority to transfer control of GCL's subsidiaries that hold submarine cable landing licenses and their respective licenses (the "Submarine Cable



Licenses") from GCL to New GX.<sup>1</sup> The Submarine Cable Licenses currently held by the Submarine Cable Subsidiaries will continue to be held by those entities following the consummation of the Proposed Transaction.<sup>2</sup>

As more fully described in the Application for Consent to Transfer Control and Petition for Declaratory Ruling (the "Main Application") to which this Application is attached, this Application is in furtherance of a proposed transaction designed to facilitate the reorganization of GCL under Chapter 11 of the United States Bankruptcy Code (the "Proposed Transaction"). The Proposed Transaction contemplates that GCL's assets and operations, including its ownership interests in the Submarine Cable Subsidiaries, will be transferred to New GX and that Hutchison Telecommunications Limited ("Hutchison Telecom") and Singapore Technologies Telemedia Pte Ltd ("ST Telemedia") will each invest \$125 million in New GX.<sup>3</sup> In exchange, each of Hutchison Telecom and ST Telemedia will obtain 30.75% of New GX's equity and voting power. Pre-Chapter 11 creditors of GCL and its debtor subsidiaries (the "Creditors") will obtain 38.5% of New GX's equity and voting power.<sup>4</sup>

---

<sup>1</sup> GCL's subsidiaries that hold submarine cable landing licenses under the Cable Landing License Act are: GC Pacific Landing Corp. (Debtor-in-Possession); Global Crossing Latin America & Caribbean Co. (Debtor-in-Possession); Global Crossing Telecommunications, Inc. (Debtor-in-Possession); GT Landing Corp. (Debtor-in-Possession); GT Landing II Corp. (Debtor-in-Possession); MAC Landing Corp. (Debtor-in-Possession); PAC Landing Corp. (Debtor-in-Possession); and PC Landing Corp. (Debtor-in-Possession) (collectively, the "Submarine Cable Subsidiaries").

<sup>2</sup> All of the Submarine Cable Subsidiaries are Debtors-in-Possession. With the exception of PC Landing Corp., the Submarine Cable Subsidiaries filed petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York. *In re Global Crossing Ltd., et al*, Chap. 11 Case Nos. 02-40187 - 02-40241 (Bankr. S.D.N.Y. Jan. 28, 2002). The same day, GCL and certain of its Bermuda-incorporated subsidiaries filed petitions for the appointment of joint provisional liquidators with the Supreme Court of Bermuda. PC Landing Corp. and various of its affiliates filed for protection under Chapter 11 in the U.S. Bankruptcy Court for the District of Delaware on July 19, 2002. *In re PC Landing Corp., et al.*, Chap. 11 Case No. 02-12086 (PJW) (Bankr. D. Del., July 19, 2002). Following the commencement of the bankruptcy cases, the submarine cable landing licenses held by those companies were assigned on a *pro forma* basis to the holders as Debtors-in-Possession.

<sup>3</sup> Information regarding Hutchison Telecom, ST Telemedia and their respective operating subsidiaries and affiliates was provided to Applicants by Hutchison Telecom and ST Telemedia.

<sup>4</sup> As described in the Main Application, these holdings are subject to dilution as a result of a management stock option plan.

The terms of the Proposed Transaction have been agreed upon by GCL, Hutchison Telecom, and ST Telemedia. Furthermore, the United States Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") and the Supreme Court of Bermuda have authorized GCL to enter into the Proposed Transaction.<sup>5</sup>

The Main Application contains a complete description of the Proposed Transaction and a demonstration that Commission approval of the proposed transaction and this Application will serve the public interest, convenience, and necessity.

## **II. INFORMATION REQUIRED BY SECTION 1.767**

Pursuant to Section 1.767(a) of the Commission's rules, 47 C.F.R. § 1.767(a), the Applicants submit the following information:

### **(1) Names, addresses and telephone numbers:**

Transferor: Global Crossing Ltd. (Debtor-in-Possession)  
Wessex House, 1<sup>st</sup> Floor  
45 Reid Street  
Hamilton HM 12, Bermuda  
Tel: (973) 410-8300  
FRN: 0007475759

Transferee: GC Acquisition Limited  
Wessex House, 1<sup>st</sup> Floor  
45 Reid Street  
Hamilton HM 12, Bermuda  
Tel: (973) 410-8300  
FRN: 0007-5470-78

### **(2) Place of Formation:**

Transferor: GCL is a corporation organized under the laws of Bermuda.

Transferee: New GX is a corporation organized under the laws of Bermuda.<sup>6</sup>

---

<sup>5</sup> A copy of the Bankruptcy Court's Order approving the Proposed Transaction is included as Attachment A to the Main Application.

<sup>6</sup> New GX is a company in the process of formation under the laws of Bermuda for purposes of carrying out the Proposed Transaction. The necessary documents to form New GX have been filed with the Bermuda authorities. The Applicants will advise the Commission when the formation of New GX is complete.

**(3) Correspondence concerning this application should be sent to:**

For the Transferor and Transferee:

Andrew D. Lipman  
Jean L. Kiddoo  
Paul O. Gagnier  
Swidler, Berlin, Shereff, Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
Tel: (202) 424-7500  
Fax: (202) 424-7645  
[jlkiddoo@swidlaw.com](mailto:jlkiddoo@swidlaw.com)  
[pogagnier@swidlaw.com](mailto:pogagnier@swidlaw.com)

with copies to:

for Hutchison Telecommunications Limited:

Phillip L. Spector  
Douglas C. Melcher  
Paul Weiss Rifkind Wharton & Garrison  
1615 L Street N.W., Suite 1300  
Washington, D.C. 20036-5694  
Tel: (202) 223-7300  
Fax: (202) 223-7420  
[pspector@paulweiss.com](mailto:pspector@paulweiss.com)  
[dmelcher@paulweiss.com](mailto:dmelcher@paulweiss.com)

and

for Singapore Technologies Telemedia Pte Ltd:

Teresa D. Baer  
Bart S. Epstein  
Latham & Watkins  
555 11<sup>th</sup> Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: (202) 637-2226  
Fax: (202) 637-2201  
[teresa.baer@lw.com](mailto:teresa.baer@lw.com)  
[bart.epstein@lw.com](mailto:bart.epstein@lw.com)

**(4) Description of the Cables:**

A list of the Submarine Cable Licenses is included as Exhibit A. Descriptions of the submarine cable systems are on file with the Commission and are incorporated by reference herein.

**(5) Landing Points:**

A description of the cable landing points for each submarine cable system is on file with the Commission and is incorporated by reference herein.

**(6) Common Carrier and Non-Common Carrier Status:**

Each of the submarine cable systems is operated on a non-common carrier basis. The non-common carrier status of each of the submarine cable systems operated by the Submarine Cable Subsidiaries will not change as a result of the Proposed Transaction.

**(7) List of Proposed Owners:**

As a result of the Proposed Transaction, GCL's ownership interest in Submarine Cable Subsidiaries will be transferred to New GX. To the extent that there are other owners of such submarine cable systems, their ownership interests will not change as a result of the Proposed Transaction.

**(8) Certification and Ownership Information Required by Section 63.18(h)-(k) and (o) of the Commission's Rules:**

**63.18(h): Ownership and Interlocking Directorates**

Current Shareholding of the Submarine Cable Subsidiaries, except PC Landing Corp):

With the exception of PC Landing Corp., each of the Submarine Cable Subsidiaries is a wholly-owned direct or indirect subsidiary of Global Crossing North American Holdings, Inc., a Delaware holding company with its address for purposes of this Application at 1080 Pittsford-Victor Road, Pittsford, New York 14534.

Global Crossing North American Holdings, Inc. is a wholly-owned subsidiary of Global Crossing Holdings Ltd., a Bermuda holding company with an address at Wessex House, 1<sup>st</sup> Floor, 45 Reid Street, Hamilton HM 12, Bermuda. Global Crossing Holdings Ltd. is a wholly-owned subsidiary of GCL, a Bermuda holding company with its address at Wessex House, 1<sup>st</sup> Floor, 45 Reid Street, Hamilton HM 12, Bermuda.

There are no persons or entities with a 10% or greater direct or indirect ownership interest in GCL.

Current Shareholding of PC Landing Corp.:

PC Landing Corp. is a wholly-owned indirect subsidiary of Pacific Crossing Ltd., a Bermuda telecommunications company with its principal place of business at 11150 Santa Monica Boulevard, Suite 400, Los Angeles, California 90025.

Pacific Crossing Ltd. is 84.5% owned by Asia Global Crossing Ltd. ("AGC"), a Bermuda telecommunications company, through two wholly-owned intermediate subsidiaries of AGC. AGC's address is 11150 Santa Monica Boulevard, Suite 400, Los Angeles, CA 90025. Vectant Inc., a Delaware telecommunications company with an address at 1133 Broadway, Suite 1128, New York, New York 10010, owns the remaining 15.5% interest in Pacific Crossing Ltd.

Vectant is a wholly-owned indirect subsidiary of Marubeni Corporation, a Japanese conglomerate with offices located at 4-2, Ohtemachi 1-chome, Chiyoda-ku, Tokyo 100-8088, Japan. None of Marubeni Corporation's shareholders hold a 10% or greater indirect interest in PC Landing Corp.

GCL owns a combined direct and indirect 58.9% interest in AGC. Microsoft Corporation, a Washington State software and Internet technology company located at One Microsoft Way, Redmond, Washington 98052, and Softbank AGCH Holdings Ltd., a Bermuda holding company with a registered address at Ceder House, 41 Ceder Avenue, Hamilton HM 12, Bermuda, each hold 14.7% interests in AGC. The remaining 11.7% of AGC is held by the public and others.

None of the shareholders of Microsoft Corporation hold an indirect 10% or greater interest in PC Landing Corp.

SBIS Corporation Pte Ltd., a Singapore holding company located at Level 36, Hone Leong Building, 16 Raffles Quay, Singapore 048581, owns 99% of Softbank AGCH Holdings Ltd. SBIS Corporation Pte Ltd is a wholly-owned subsidiary of Softbank Corp., a Japanese diversified technology holding company with an address at 24-1 Nihonbashi-Hakozakicho, Chuo-ku, Tokyo 103-8501, Japan. None of the shareholders of Softbank Corp. hold an indirect 10% or greater interest in PC Landing Corp.

Anticipated Post-Consummation Shareholding:

Immediately following consummation of the Proposed Transaction, New GX will replace GCL as the sole shareholder of Global Crossing Holdings Ltd. and, indirectly, of the Submarine Cable Subsidiaries.

The following persons or entities will hold a 10% or greater direct ownership interest in New GX following the consummation of the Proposed Transaction:

Name: Hutchison Telecommunications Ltd.  
Address: 22<sup>nd</sup> Floor, Hutchison House  
10 Harcourt Road, Central  
Hong Kong  
Tel: 011 (852) 2128 1188  
Citizenship: Hong Kong  
Percentage Owned: 30.75%  
Principal Business: Telecommunications

Name: Singapore Technologies Telemedia Pte Ltd  
Address: 51 Cuppage Road  
#10-11/17, StarHub Centre  
Singapore 229469  
Tel: 011 (65) 6723 8777  
Citizenship: Singapore  
Percentage Owned: 30.75%  
Principal Business: Telecommunications and Information Technologies

Applicants do not expect that any other person or entity will hold a 10% or greater direct ownership interest in New GX immediately following the consummation of the Proposed Transaction.

Shareholding of Hutchison Telecom:

Hutchison Telecom is a wholly-owned indirect subsidiary of Hutchison Whampoa Limited ("HWL"), a diversified Hong Kong holding company with its address at 22<sup>nd</sup> Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

Cheung Kong (Holdings) Limited ("CKHL") beneficially owns 49.97% of HWL and thus will hold an indirect beneficial interest of greater than 10% in New GX upon consummation of the Proposed Transaction. CKHL is a diversified Hong Kong holding company with its address at 7-12/F Cheung Kong Center, 2 Queen's Road, Central, Hong Kong.<sup>7</sup> No other beneficial owner of HWL will hold a 10% or greater indirect interest in New GX.

---

<sup>7</sup> Applicants understand that HTL and HWL do not have firsthand knowledge of, or access to, certain information about the indirect beneficial ownership interests held in HWL. The information in this section relating to ownership interests in HWL therefore is based on disclosures made to HWL pursuant to the Hong Kong Securities (Disclosure of Interest) Ordinance (the "SDI Ordinance"). Pursuant to the SDI Ordinance, any person who directly or indirectly holds a beneficial interest in 10% or more of the issued share capital of HWL must disclose the interest to HWL.

Shareholding of ST Telemedia:

ST Telemedia is a wholly-owned subsidiary of Singapore Technologies Pte Ltd. ("Singapore Technologies"), a Singapore-based conglomerate. Singapore Technologies is located at 51 Cuppage Road, #09-01 StarHub Centre, Singapore 229469.

Singapore Technologies is a wholly-owned subsidiary of Temasek Holdings [Private] Limited ("Temasek"), a Singapore investment holding company located at 8 Shenton Way #38-03, Temasek Tower, Singapore 068811. Temasek is wholly owned by the Government of Singapore.

Interlocking Directorates:

The officers and directors of New GX are officers and directors of GCL's subsidiaries, some of which are authorized to provide telecommunications service in other countries. New GX has no interlocking directorates with unaffiliated foreign carriers.

**63.18(i): Foreign Affiliation Information**

Current Foreign Carrier Affiliations of the Submarine Cable Subsidiaries:

Applicants certify that neither they nor the Submarine Cable Subsidiaries are foreign carriers within the meaning of Section 63.09(d) of the Commission's Rules. GCL and the Submarine Cable Subsidiaries are affiliated within the meaning of Section 63.09(e) of the Commission's Rules with foreign carriers in the following countries:

Argentina, Belgium, Brazil, Canada, Chile, Denmark, France, Germany, Hong Kong, Ireland, Italy, Japan, Korea, Mexico, The Netherlands, Norway, Panama, Peru, Singapore, Spain, Sweden, Switzerland, Taiwan, the United Kingdom, Uruguay and Venezuela.

Information regarding these foreign carrier affiliates is contained in Exhibit B.

Hutchison Telecom:

Hutchison Telecom is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules. However, it has operating subsidiaries that are foreign carriers within the meaning of Section 63.09(d) and (e) of the Commission's Rules in the following countries:

Argentina, Australia, Austria, Denmark, Ghana, Hong Kong, Ireland, Italy, Macau, Paraguay, Sri Lanka, Sweden and the United Kingdom.

Information regarding these operating subsidiaries is contained in Exhibit B.

ST Telemedia:

ST Telemedia is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules. However, ST Telemedia is affiliated with foreign carriers, within the meaning of Section 63.09(d) and (e) of the Commission's Rules, in the following countries:

Australia, Hong Kong, India, Japan, Korea, Malaysia, Mauritius, Singapore, Sri Lanka, Taiwan and the United Kingdom.

Information regarding ST Telemedia's foreign carrier affiliates is contained in Exhibit B.

In accordance with Section 1.768 of the Commission's Rules, New GX will file separately a Foreign Affiliation Notification for those foreign carriers with which the Submarine Cable Subsidiaries will be affiliated following the consummation of the Proposed Transaction.

**63.18(j):** New GX certifies that it seeks authority for the Submarine Cable Subsidiaries to continue to provide international telecommunications services to all of the countries in which they currently have foreign carrier affiliates or with which they will have foreign carrier affiliates as a result of the Proposed Transaction. Exhibit B provides the current and future foreign affiliates of the Submarine Cable Subsidiaries.

**63.18(k):** Each territory listed in response to Section 63.18(i) and in Exhibit B is a Member of the World Trade Organization.

**63.18(o):** GCL certifies that neither it, New GX, nor any of the Submarine Cable Subsidiaries is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

**(9) Certification of Compliance:**

New GX certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

**(10) Other Information:**

Please see the Main Application for a description of the Proposed Transaction, the public interest statement, and additional information.



### **III. REQUEST FOR STREAMLINED PROCESSING**

Applicants request streamlined processing of this Application pursuant to Section 1.767(j) and (k) of the Commission's Rules, 47 C.F.R. § 1.767(j) and (k).

The Applicants certify that neither GCL nor New GX is a foreign carrier. With respect to those countries where they have or will have affiliates, the Applicants and the Submarine Cable Subsidiaries qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), except with respect to Singapore. Each of the current and future foreign carrier affiliates of the Applicants and of the Submarine Cable Subsidiaries are located in WTO Members. Except in Singapore, all such foreign affiliates have substantially less than a 50 percent share of the international transport and local access markets in their respective markets. Thus, they lack the market power to discriminate against unaffiliated U.S. carriers through control of bottleneck services or facilities in the destination market or otherwise to affect competition adversely in the U.S. market.

Upon the consummation of the Proposed Transaction, the Applicants and the Submarine Cable Subsidiaries will become affiliated with Singapore Telecommunications Pte Ltd. ("SingTel"), which is a foreign carrier in Singapore. SingTel is listed on the Commission's *List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, released June 18, 1999, as possessing market power in the Singapore market. Therefore, upon the consummation of the Proposed Transaction, New GX agrees to have the Submarine Cable Subsidiaries accept and abide by the reporting requirements set out in Section 1.767(l) of the Commission's Rules, 47 C.F.R. § 1.767(l). Accordingly, this Application is eligible for streamlined processing pursuant to Section 1.767(j) and (k) of the Commission's Rules, 47 C.F.R. § 1.767(j) and (k).

**IV. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application for consent to transfer control of the Submarine Cable Subsidiaries from Global Crossing Ltd. to GC Acquisition Limited.

Respectfully submitted,

**GLOBAL CROSSING LTD.**

By: Michael J. Shortley, III  
Name: Michael J. Shortley, III  
Title: General Counsel - North America

**GC ACQUISITION LIMITED**

By: Michael J. Shortley, III  
Name: Michael J. Shortley, III  
Title: Authorized Representative

Andrew D. Lipman  
Jean L. Kiddoo  
Paul O. Gagnier  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007-5116  
(202) 424-7500

Counsel for Global Crossing Ltd.  
and GC Acquisition Limited

Dated: August 22, 2002